

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|------------------------------|---|-------------------------|
| In re: | : | x |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Debtor. | : | |
| RAY AND CATHY FLAKE, | : | x |
| | : | |
| Appellants, | : | District Court |
| -against- | : | Case No. 08-cv-02489-CM |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| HARRY HOLT, et al., | : | x |
| | : | |
| Appellants, | : | District Court |
| -against- | : | Case No. 08-cv-03344-CM |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| JON AND CHARLOTTE ARMSTRONG, | : | x |
| | : | |
| Appellants, | : | District Court |
| -against- | : | Case No. 08-cv-03625-CM |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| DONALD ADKINS, et al., | : | x |
| | : | |
| Appellants, | : | District Court |
| -against- | : | Case No. 08-cv-_____ |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |

MOTION TO ADMIT COUNSEL *PRO HAC VICE*

MAY 06 2008
CIR 8105
10:30 AM
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, Jessica L. Fink ("Movant"), a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of

Applicant's Name: Andrew M. Leblanc ("Admittee")
Firm Name: Milbank, Tweed, Hadley & McCloy LLP
Address: 1850 K Street, N.W., Suite 1100
City/State/Zip: Washington, D.C. 20006
Phone Number: (202) 835-7574
Fax Number: (202) 263-7574

Admittee is a member in good standing of the Bar of the District of Columbia and the State of Maine. There are no pending disciplinary proceedings against Admittee in any State or Federal court.

Dated: New York, New York
May 6, 2008

Respectfully submitted,



Jessica L. Fink (JF 6399)
MILBANK, TWEED, HADLEY & McCLOY LLP
1 Chase Manhattan Plaza
New York, New York 10005-1413
(212) 530-5000

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|------------------------------|---|-------------------------|
| | X | |
| In re: | : | Chapter 11 |
| | : | Case No. 07-12148 (BRL) |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Debtor. | : | |
| | X | |
| RAY AND CATHY FLAKE, | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-02489-CM |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | X | |
| HARRY HOLT, et al., | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-03344-CM |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | X | |
| JON AND CHARLOTTE ARMSTRONG, | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-03625-CM |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | X | |
| DONALD ADKINS, et al., | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-_____ |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | X | |

**AFFIDAVIT OF JESSICA L. FINK IN SUPPORT OF
MOTION TO ADMIT COUNSEL *PRO HAC VICE***

Jessica L. Fink, being duly sworn, deposes and says as follows:

1. I am an associate at Milbank, Tweed, Hadley & McCloy, LLP, counsel for Alper Holdings USA, Inc. in the above-captioned cases. I am familiar with the proceedings in these cases. I make this statement based on my personal knowledge of the facts set forth herein and in support of Alper Holdings USA, Inc.'s motion to admit Andrew M. Leblanc as counsel *pro hac vice* to represent Alper Holdings USA, Inc. in these matters.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 2001. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known Andrew M. Leblanc since 2006.

4. Andrew M. Leblanc is a partner at Milbank, Tweed, Hadley & McCloy LLP in Washington, D.C.

5. I have found Andrew M. Leblanc to be a skilled attorney and a person of integrity. He is experienced in federal practice and is familiar with the Federal Rules of Procedure.

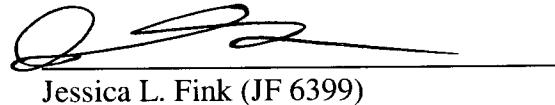
6. Accordingly, I am pleased to move for the admission of Andrew M. Leblanc *pro hac vice*.

7. I respectfully submit a proposed order granting the admission of Andrew M. Leblanc, *pro hac vice*, which is attached hereto as Exhibit A.

Wherefore it is respectfully requested that the motion to admit Andrew M. Leblanc, *pro hac vice*, to represent Alper Holdings USA, Inc. in the above captioned matters, be granted.

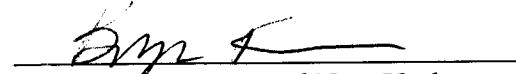
Dated: New York, New York
May 6, 2008

Respectfully submitted,



Jessica L. Fink (JF 6399)

SWORN TO AND SUBSCRIBED before
me this 6th day of May, 2008



Notary Public, State of New York

BRYN FULLER
NOTARY PUBLIC, State of New York
No. 01FU0153897
Qualified in New York County
Commission Expires Oct. 18, 2010

Exhibit A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|------------------------------|---|-------------------------|
| In re: | : | Chapter 11 |
| | : | Case No. 07-12148 (BRL) |
| ALPER HOLDINGS USA, INC., | : | |
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| Debtor. | : | |
| | x | |
| RAY AND CATHY FLAKE, | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-02489-CM |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | x | |
| HARRY HOLT, et al., | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-03344-CM |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | x | |
| JON AND CHARLOTTE ARMSTRONG, | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-03625-CM |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | x | |
| DONALD ADKINS, et al., | : | |
| | : | |
| Appellants, | : | District Court |
| | : | Case No. 08-cv-_____ |
| -against- | : | |
| | : | |
| ALPER HOLDINGS USA, INC., | : | |
| | : | |
| Appellee. | : | |
| | x | |

ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION

Upon the motion of Jessica L. Fink, attorney for Alper Holdings USA, Inc. and said sponsor attorney's affidavit in support;

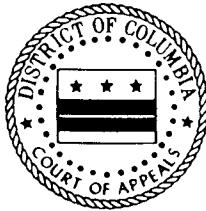
IT IS HEREBY ORDERED that

Applicant's Name: Andrew M. Leblanc
Firm Name: Milbank, Tweed, Hadley & McCloy LLP
Address: 1850 K Street, N.W., Suite 1100
City/State/Zip: Washington, D.C. 20006
Phone Number: (202) 835-7574
Fax Number: (202) 263-7574
Email Address: aleblanc@milbank.com

is admitted to practice *pro hac vice* as counsel for Alper Holdings USA, Inc. in the above captioned cases in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of the Court.

Dated: New York, New York
, 2008

United States District Judge



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

ANDREW M. LeBLANC

was on the 4th day of OCTOBER, 2002

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on April
17, 2008.

GARLAND PINKSTON, JR., CLERK

By: C.J.C.W.
Deputy Clerk

BOARD OF OVERSEERS OF THE BAR

Established by the Maine Supreme Judicial Court

BOARD STAFF**BOARD MEMBERS**

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Patricia M. Ender, Esq.
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 Susan E. Hunter, Esq.
 Andrew J. Pease, Jr.
 David M. Sanders, Esq.
 Charles W. Smith Jr., Esq.

97 Winthrop Street

P O Box 527

Augusta, ME 04332-0527

Phone 207-623-1121 • Fax 207-623-4175

Email board@mebaroverseers.org • Web www.mebaroverseers.org

BAR COUNSEL
 J. Scott Davis

ASSISTANT BAR COUNSEL
 Aria eee

ADMINISTRATIVE DIRECTOR
 Jacqueline M. Rogers

**CERTIFICATE OF GOOD STANDING
 AND DISCIPLINARY RECORD SEARCH**

Andrew M. Leblanc, Esquire
 Milbank Tweed Hadley & McCloy, LLP
 International Square Building
 1850 K Street, NW, Suite 1100
 Washington, DC 20006

This is to certify that according to the registration records of Maine's Board of Overseers of the Bar Attorney Andrew M. Leblanc of Washington, D.C. (Maine Bar #8706) was admitted to the Maine Bar on October 2, 1998 and is presently registered and in good standing with the Board of Overseers of the Bar as an active practitioner.

In response to written request, the Board's records further indicate the following disciplinary record information:

| | |
|--------------|------|
| Reprimands: | None |
| Suspensions: | None |
| Disbarments: | None |

Dated at Augusta, County of Kennebec, State of Maine on April 23, 2008.

Linda J. Hapworth
 Linda J. Hapworth, Registration Secretary



CERTIFICATE OF SERVICE

A copy of the foregoing was served upon the following parties, by depositing same in the United States mail, first class, postage prepaid, this 6th day of May, 2008.

Sander L. Esserman, Esq.
Cliff I. Taylor, Esq.
STUTZMAN, BROMBERG, ESSERMAN &
PLIFKA, a Professional Corporation
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Douglas T. Tabachnik, Esq.
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Lorraine S. McGowen, Esq.
Alyssa D. Englund, Esq.
ORRICK, HERRINGTON & SUTCLIFFE LLP
666 Fifth Avenue
New York, New York 10103



Jessica L. Fink (JF 6399)